

SEMS-RM DOCID # 1231539

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
BELL STEEL SALES, INC.
INTO
CRUCIBLE MATERIALS CORPORATION
PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE**

Crucible Materials Corporation, a corporation organized and existing under the laws of the state of Delaware (the "Corporation"), does hereby certify:

1. Incorporation. That the Corporation is incorporated pursuant to the General Corporation Law of Delaware.

2. Stock Ownership. That the Corporation owns all of the issued and outstanding shares of the capital stock of Bell Steel Sales, Inc., a Delaware corporation.

3. Approval of Merger. That the Corporation, by the following resolutions of its Board of Directors duly adopted on December 23, 1991, determined to merge Bell Steel Sales, Inc. into itself on the conditions set forth in such resolutions, effective at 11:59 p.m. on December 31, 1991:

RESOLVED, that the merger of Bell Steel Sales, Inc. into the Corporation, whereupon the separate existence of Bell Steel Sales, Inc. shall cease, the existence of the Corporation shall continue under Delaware law and the obligations of Bell Steel Sales, Inc. shall be assumed by the Corporation, effective at 11:59 p.m. on December 31, 1991, all in accordance with Section 253 of the General Corporation Law of Delaware, is hereby approved.

RESOLVED, that the Chief Executive Officer or any Vice President and the Secretary or the Assistant Secretary of the Corporation are hereby authorized and directed to execute, acknowledge and file a Certificate of Ownership and Merger in accordance with Sections 253 of the General Corporation Law of Delaware setting forth a copy of these resolutions, to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of Delaware, to cause a certified copy of the same to be recorded in the Office of the Recorder of New Castle County, Delaware, and to do all acts whatsoever, whether within or without the State of

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Delaware, that they may consider to be necessary or proper in order to implement the purposes and intent of these resolutions.

RESOLVED, that at any time prior to the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware, the Certificate of Ownership and Merger may be amended or terminated by action of the board of directors of either the Corporation or Ball Steel Sales, Inc.


IN WITNESS WHEREOF, Crucible Materials Corporation has caused this Certificate to be signed by John L. Vensel, its Chief Executive Officer, and attested to by Harvey O. Simmons, III, its Secretary this 30 day of December, 1991.

Attest:

Crucible Materials Corporation



Harvey O. Simmons, III,
Secretary

By: 

John L. Vensel,
Chief Executive Officer